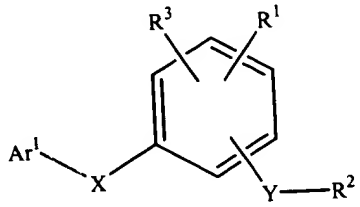
1. (Amended) A compound having the formula:



wherein

Ar^1 is a substituted or unsubstituted benzothiazolyl;

X is a divalent linkage selected from the group consisting of $(C_1$-$C_6)$alkylene, $(C_1$-$C_6)$alkylenoxy, $(C_1$-$C_6)$alkylenamino, $(C_1$-$C_6)$alkylene-$S(O)_k$-, -O-, -C(O)-, $-N(R^{11})$-, $-N(R^{11})C(O)$-, $-S(O)_k$- and a single bond,

wherein

R^{11} is a member selected from the group consisting of hydrogen, $(C_1$-$C_8)$alkyl, $(C_2$-$C_8)$heteroalkyl and aryl$(C_1$-$C_4)$alkyl; and the subscript k is an integer of from 0 to 2;

Y is a divalent linkage selected from the group consisting of alkylene, -O-, -C(O)-, $-N(R^{12})$-$S(O)_m$-,$-N(R^{12})$-$S(O)_m$-$N(R^{13})$-, $-N(R^{12})C(O)$-, and $-S(O)_n$-,

wherein

R^{12} and R^{13} are members independently selected from the group consisting of hydrogen, $(C_1$-$C_8)$alkyl, $(C_2$-$C_8)$heteroalkyl and aryl$(C_1$-$C_4)$alkyl; and the subscripts m and n are independently integers of from 0 to 2;

R^1 is a member selected from the group consisting of hydrogen, $(C_2$-$C_8)$heteroalkyl, aryl, aryl$(C_1$-$C_4)$alkyl, halogen, cyano, nitro, $(C_1$-$C_8)$alkyl, $(C_1$-$C_8)$alkoxy, $-C(O)R^{14}$, $-CO_2R^{14}$, $-C(O)NR^{15}R^{16}$, $-S(O)_p$-R^{14}, $-S(O)_q$-$NR^{15}R^{16}$, -O-C(O)-OR^{17}, -O-C(O)-R^{17}, -O-C(O)-$NR^{15}R^{16}$, $-N(R^{14})$-C(O)-$NR^{15}R^{16}$, $-N(R^{14})$-C(O)-R^{17} and $-N(R^{14})$-C(O)-OR^{17};

wherein

R^{14} is a member selected from the group consisting of hydrogen, $(C_1$-$C_8)$alkyl, $(C_2$-$C_8)$heteroalkyl, aryl and aryl$(C_1$-$C_4)$alkyl;

R^{15} and R^{16} are members independently selected from the group consisting of hydrogen, $(C_1$-$C_8)$alkyl, $(C_2$-$C_8)$heteroalkyl, aryl, and aryl$(C_1$-$C_4)$alkyl, or taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring;

R^{17} is a member selected from the group consisting of $(C_1$-$C_8)$alkyl, $(C_2$-$C_8)$heteroalkyl, aryl and aryl$(C_1$-$C_4)$alkyl;

the subscript p is an integer of from 0 to 3; and

the subscript q is an integer of from 1 to 2; and

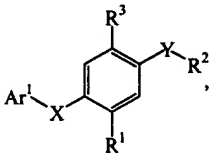
R^2 is a substituted or unsubstituted aryl; and

R^3 is a member selected from the group consisting of halogen, cyano, nitro and (C_1-C_8)alkoxy,

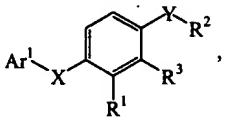
with the proviso that when Ar^1 is-2-benzothiazolyl, X is $S(O)_k$.

2. (Amended) A compound of claim 1, wherein R^2 is a substituted or unsubstituted aryl selected from the group consisting of phenyl, pyridyl, naphthyl and pyridazinyl.

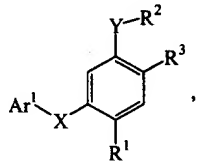
3. (Amended) A compound of claim 1, represented by a formula selected from the group consisting of



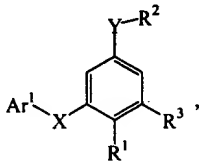
(Ia)



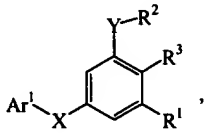
(Ib)



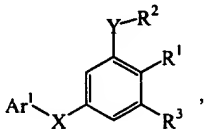
(Ic)



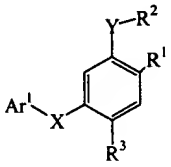
(Id)



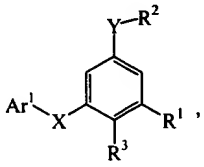
(Ie)



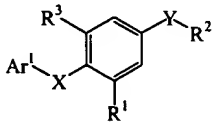
(If)



(Ig)

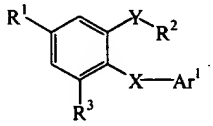


(Ih)



(Ii)

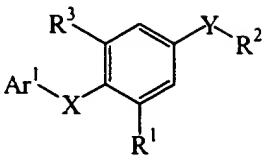
and



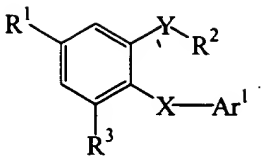
(Ij)

4. (Amended) A compound of claim 1, represented by a formula selected from the group consisting of

A2 T, 20 80
cont.



and



(Ii) (Ij)

A3

7 ~~8~~. (Amended) A compound of claim ~~7~~ 6, wherein Ar^1 is a benzothiazolyl group having from 1 to 3 substituents selected from the group consisting of halogen, $-OCF_3$, -OH, $-O(C_1-C_6)$alkyl, $-CF_3$, (C_1-C_8)alkyl and $-NO_2$; R^1 is a member selected from the group consisting of halogen, (C_1-C_8)alkyl, (C_2-C_8)heteroalkyl and (C_1-C_8)alkoxy; R^2 is a phenyl group having from 0 to 3 substitutents selected from the group consisting of halogen, $-OCF_3$, -OH, $-O(C_1-C_8)$alkyl, $-C(O)-(C_1-C_8)$alkyl, -CN, $-CF_3$, (C_1-C_8)alkyl and $-NH_2$; and R^3 is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

A4 Sub B2

9 ~~10~~ ~~46~~. (Amended) A composition comprising a pharmaceutically acceptable excipient and a compound of any one of claims 1, 2, ~~4-8~~ 3 7 8, ~~43~~ 9, and ~~44~~.

~~47~~ 11. (Amended) A method for treating a condition mediated by PPARγ in a host, said method comprising administering to said host an efficacious amount of a compound of any one of claims 1, 2, ~~4-8~~ 3 7 8, ~~43~~ 9, and ~~44~~.

A5

11 7 ~~10~~ ~~52~~. (Amended) A method in accordance with claim ~~50~~ ~~16~~ 15, wherein said condition is selected from the group consisting of NIDDM, obesity, hypercholesterolemia, hyperlipidemia, hyperlipoproteinemia, and inflammatory conditions.

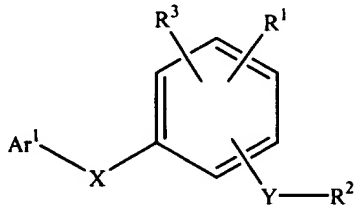
Please add the following new claims:

A6

15 ~~16~~ ~~17~~ --~~55~~. (New) A method in accordance with claim ~~47~~ 44, wherein said condition is a metabolic disorder or an inflammatory condition.

18 ~~19~~ ~~56~~. (New) A method of treating a condition selected from the group consisting of NIDDM, obesity, hypertension, hyperlipidemia, hypercholesterolemia, and

hyperlipoproteinemia in a host, said method comprising administering to said host an efficacious amount of a compound of formula:



wherein

Ar^1 is a substituted or unsubstituted benzothiazolyl;

X is a divalent linkage selected from the group consisting of $(C_1$-$C_6)$alkylene, $(C_1$-$C_6)$alkylenoxy, $(C_1$-$C_6)$alkylenamino, $(C_1$-$C_6)$alkylene-$S(O)_k$-, -O-, -C(O)-, $-N(R^{11})$-, $-N(R^{11})C(O)$-, $-S(O)_k$- and a single bond,

wherein

R^{11} is a member selected from the group consisting of hydrogen, $(C_1$-$C_8)$alkyl, $(C_2$-$C_8)$heteroalkyl and aryl$(C_1$-$C_4)$alkyl; and the subscript k is an integer of from 0 to 2;

Y is a divalent linkage selected from the group consisting of alkylene, -O-, -C(O)-, $-N(R^{12})$-$S(O)_m$-,$-N(R^{12})$-$S(O)_m$-$N(R^{13})$-, $-N(R^{12})C(O)$-,and $-S(O)_n$-,

wherein

R^{12} and R^{13} are members independently selected from the group consisting of hydrogen, $(C_1$-$C_8)$alkyl, $(C_2$-$C_8)$heteroalkyl and aryl$(C_1$-$C_4)$alkyl; and the subscripts m and n are independently integers of from 0 to 2;

R^1 is a member selected from the group consisting of hydrogen, $(C_2$-$C_8)$heteroalkyl, aryl, aryl$(C_1$-$C_4)$alkyl, halogen, cyano, nitro, $(C_1$-$C_8)$alkyl, $(C_1$-$C_8)$alkoxy, $-C(O)R^{14}$, $-CO_2R^{14}$, $-C(O)NR^{15}R^{16}$, $-S(O)_p$-R^{14}, $-S(O)_q$-$NR^{15}R^{16}$, $-O$-$C(O)$-OR^{17}, $-O$-$C(O)$-R^{17}, $-O$-$C(O)$-$NR^{15}R^{16}$, $-N(R^{14})$-$C(O)$-$NR^{15}R^{16}$, $-N(R^{14})$-$C(O)$-R^{17} and $-N(R^{14})$-$C(O)$-OR^{17};

wherein

R^{14} is a member selected from the group consisting of hydrogen, $(C_1$-$C_8)$alkyl, $(C_2$-$C_8)$heteroalkyl, aryl and aryl$(C_1$-$C_4)$alkyl;

R^{15} and R^{16} are members independently selected from the group consisting of hydrogen, $(C_1$-$C_8)$alkyl, $(C_2$-$C_8)$heteroalkyl, aryl, and aryl$(C_1$-$C_4)$alkyl, or taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring;

R^{17} is a member selected from the group consisting of $(C_1$-$C_8)$alkyl, $(C_2$-$C_8)$heteroalkyl, aryl and aryl$(C_1$-$C_4)$alkyl;

the subscript p is an integer of from 0 to 3; and

the subscript q is an integer of from 1 to 2; and

R^2 is a substituted or unsubstituted aryl; and

R^3 is a member selected from the group consisting of halogen, cyano, nitro and $(C_1$-$C_8)$alkoxy,

with the proviso that when Ar^1 is-2-benzothiazolyl, X is $S(O)_k$.

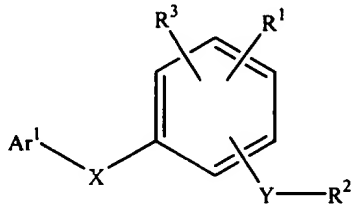
~~57.~~ (New) A method in accordance with claim ~~56~~, wherein said host is a mammal selected from the group consisting of humans, dogs, monkeys, mice, rats, horses and cats.

~~58.~~ (New) A method in accordance with claim ~~56~~, wherein said administering is oral.

~~59.~~ (New) A method in accordance with claim ~~56~~, wherein said administering is topical.

~~60.~~ (New) A method in accordance with claim ~~56~~, wherein said administering is parenteral.

~~61.~~ (New) A method of treating a condition selected from the group consisting of rheumatoid arthritis and atherosclerosis in a host, said method comprising administering to said host, an efficacious amount of a compound of formula:



wherein

Ar^1 is a substituted or unsubstituted benzothiazolyl;

X is a divalent linkage selected from the group consisting of $(C_1$-$C_6)$alkylene, $(C_1$-$C_6)$alkylenoxy, $(C_1$-$C_6)$alkylenamino, $(C_1$-$C_6)$alkylene-$S(O)_k$-, -O-, -C(O)-, $-N(R^{11})$-, $-N(R^{11})C(O)$-, $-S(O)_k$- and a single bond,

wherein

R^{11} is a member selected from the group consisting of hydrogen, $(C_1$-

C_8)alkyl, (C_2-C_8)heteroalkyl and aryl(C_1-C_4)alkyl; and the subscript k is an integer of from 0 to 2;

Y is a divalent linkage selected from the group consisting of alkylene, -O-, -C(O)-, $-N(R^{12})-S(O)_m-$,$-N(R^{12})-S(O)_m-N(R^{13})-$, $-N(R^{12})C(O)-$, and $-S(O)_n-$, wherein

R^{12} and R^{13} are members independently selected from the group consisting of hydrogen, (C_1-C_8)alkyl, (C_2-C_8)heteroalkyl and aryl(C_1-C_4)alkyl; and the subscripts m and n are independently integers of from 0 to 2;

R^1 is a member selected from the group consisting of hydrogen, (C_2-C_8)heteroalkyl, aryl, aryl(C_1-C_4)alkyl, halogen, cyano, nitro, (C_1-C_8)alkyl, (C_1-C_8)alkoxy, $-C(O)R^{14}$, $-CO_2R^{14}$, $-C(O)NR^{15}R^{16}$, $-S(O)_p-R^{14}$, $-S(O)_q-NR^{15}R^{16}$, $-O-C(O)-OR^{17}$, $-O-C(O)-R^{17}$, $-O-C(O)-NR^{15}R^{16}$, $-N(R^{14})-C(O)-NR^{15}R^{16}$, $-N(R^{14})-C(O)-R^{17}$ and $-N(R^{14})-C(O)-OR^{17}$;

wherein

R^{14} is a member selected from the group consisting of hydrogen, (C_1-C_8)alkyl, (C_2-C_8)heteroalkyl, aryl and aryl(C_1-C_4)alkyl;

R^{15} and R^{16} are members independently selected from the group consisting of hydrogen, (C_1-C_8)alkyl, (C_2-C_8)heteroalkyl, aryl, and aryl(C_1-C_4)alkyl, or taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring;

R^{17} is a member selected from the group consisting of (C_1-C_8)alkyl, (C_2-C_8)heteroalkyl, aryl and aryl(C_1-C_4)alkyl;

the subscript p is an integer of from 0 to 3; and

the subscript q is an integer of from 1 to 2; and

R^2 is a substituted or unsubstituted aryl; and

R^3 is a member selected from the group consisting of halogen, cyano, nitro and (C_1-C_8)alkoxy,

with the provisio that when Ar^1 is-2-benzothiazolyl, X is $S(O)_k$.

24 ~~25~~ ~~62~~. (New) A method in accordance with claim ~~24~~ 23, wherein said host is a mammal selected from the group consisting of humans, dogs, monkeys, mice, rats, horses and cats.

25 ~~26~~ ~~63~~. (New) A method in accordance with claim ~~24~~ 23, wherein said administering is oral.